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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - x  
:  
In re: : Chapter 11  
:  
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
et al., :  
:  
Debtors. : Jointly Administered  
- - - - - x

**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a),  
365(a) AND 554 AND BANKRUPTCY RULE 6006 AUTHORIZING  
REJECTION OF CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL  
REAL PROPERTY AND ABANDONMENT OF PERSONAL PROPERTY**

Upon the motion (the "Motion")<sup>1</sup> of the Debtors  
for entry of an order, under Bankruptcy Code sections

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

105(a), 365(a) and 554 and Bankruptcy Rule 6006, authorizing the Debtors to (i) reject certain unexpired leases of real property, including any amendments, modifications or subleases thereto, as set forth on the attached Exhibit A (collectively, the "Leases"), and any guaranties thereof, effective as of the Construction Stores Rejection Date, the Service Center Rejection Date, the Store Lease Rejection Date, the Pearl Ridge Mall Rejection Date and the Office Property Rejection Date (each as defined in the Motion) or such date as the Debtors return keys to the Premises (as defined herein) to the landlord (collectively, the "Rejection Date") and (ii) abandon any equipment, furniture or fixtures located at the premises covered by the Leases (the "Premises"); and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and

good and sufficient cause appearing therefor, it is  
hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Motion is GRANTED as set forth herein.

2. The Leases and any guaranties thereof are  
hereby rejected effective as of the Rejection Date;  
provided, however, notwithstanding the foregoing, the  
rejection date for Pearl Ridge shall be February 27,  
2009. The Building Lease, but not the Ground Lease nor  
any sublease associated with the Ground Lease, is  
rejected as of the Rejection Date. Any subleases  
associated with the Leases or the Premises are hereby  
rejected effective as of the Rejection Date. The  
landlords for the Leases (the "Landlords") are entitled  
to immediate possession of the Premises as of the  
Rejection Date. Nothing in this paragraph 2 shall  
preclude a Landlord from seeking rejection damages  
against a guarantor of a rejected guaranty, in addition  
to such Landlord's right to seek rejection damages under  
the Bankruptcy Code.

3. Pursuant to Bankruptcy Code section 554,  
the Debtors are authorized to abandon any and all

improvements, furniture, fixtures, equipment, inventory and/or any other personal property ("Abandoned Property") located at the Premises, and such Abandoned Property is deemed abandoned on the Rejection Date to the Landlords free and clear of all liens, claims and other interests. The Landlords may, in their sole discretion and without further notice, use, transfer or dispose of such Abandoned Property without liability to the Debtors or any third parties claiming an interest in such Abandoned Property.

4. On the Rejection Date the Debtors are deemed to quitclaim any interest in the real property and improvements at the Premises to the Landlords on an "as is, where is" basis and shall reasonably cooperate with the Landlords, at the sole cost and expense of Landlords, in connection with the execution and recording of such documents as may be reasonably necessary to effectuate such transfer of title or abandonment of the Abandoned Property and improvements at the Premises; provided, however, that nothing in this Order, including this paragraph 4, shall prejudice the rights, claims or defenses of Debtors and Landlords with

respect to (i) any tenant improvement allowances or other build-out charges under the Leases or (ii) any third party claims arising from the construction at any of the Premises, including claims arising from mechanics', materialmens' or laborers' lien, if any, which rights, claims and defenses are reserved.

5. Each counterparty to a Lease or any guaranty thereof shall have until thirty (30) days from the date this Order is entered on the docket to file a proof of claim on account any and all claims (as defined in the Bankruptcy Code), including (without limitation) claims arising from or related to rejection of its Lease or guaranty.

6. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

7. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia  
February \_\_, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley  
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**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

**EXHIBIT A**

**(Unexpired Leases of Real Property)**

**EXHIBIT A**  
**Unexpired Leases of Real Property**

Store #	Location Name	Landlord	Lease Type	Rejection Date
34	Dallas Service Center	Dematteo Management Inc. (landlord) Solo Cup (subtenant)	Service Center	2/15/09
45	Philadelphia Service & Home Delivery Center	Little Britain Holding, LLC, c/o Flynn Company	Service Center	2/15/09
843	Rivergate Superstore	The Village At Rivergate LP	Store	2/23/09
1603	Longview Micro-Superstore	Campbell Properties LP	Store	2/23/09
1610	Waco Mini-Superstore	CC Investors 1995-2	Store	2/23/09
1624	College Station Superstore	Inland Western College Station Gateway II, LP	Store	2/23/09
1627	Florence Mini-Superstore	BPP-SC LLC	Store	2/23/09
1638	Cheyenne Micro-Superstore	Millman 2000 Charitable Trust	Store	2/23/09
3189	Dayton 2 Superstore	Macy's Central	Store	2/23/09
3196	Dayton 3 Superstore	Shoppes Of Beavercreek, LLC	Store	2/23/09
3226	Cool Springs Superstore	Thoroughbred Village GP	Store	2/23/09
3202	Gainesville Mini-Superstore	Circuit Investors #2 Ltd.	Store	2/23/09
3229	Midland Mini-Superstore	CC Investors 1995-5	Store	2/23/09
3230	High Point Superstore	CC - Investors 1996-12	Store	2/23/09
3244	Rocky Mount Micro-Superstore	Cobb Corners II, L. P.	Store	2/23/09
3252	Kingsport Micro-Superstore	CC Kingsport 98, LLC	Store	2/23/09
3260	Tulsa North Micro-Superstore	Southroads, LLC	Store	2/23/09
3276	Clarksville Micro-Superstore	Craig-Clarksville Tennessee, LLC	Store	2/23/09
3354	Pearl Ridge Mall	Watercress Associates LP	Pearl Ridge Mall	2/27/09
3428	San Luis Obispo Superstore	Irish Hills Plaza West II, LLC	Store	2/23/09
3508	Crossroads Superstore	Inland American Oklahoma City Penn, LLC	Store	2/23/09
3510	Tulsa South Superstore	TRC Associates, LLC	Store	2/23/09
3515	Bellevue Superstore	CCI Trust 1994-I; Lloyd Draper - Trustee	Store	2/23/09
3521	Jackson Superstore	CC Ridgeland 98 L.L.C.	Store	2/23/09
3564	Quail Springs Superstore	Memorial Square 1031, LLC	Store	2/23/09
3606	Lakeside Superstore	Bond-Circuit X Delaware Business Trust	Store	2/23/09
3607	Roseville Superstore	CC Roseville, LLC	Store	2/23/09
3608	Novi Superstore	Ramco West Oaks I LLC	Store	2/23/09
3611	Taylor Superstore	CC Investors 1996-14	Store	2/23/09
3613	Westland Superstore	WMI/MPI Business Trust	Store	2/23/09
3621	Evansville Superstore	Evansville Developers LLC, G.B.	Store	2/23/09
3630	Saginaw Superstore	Somerville Saginaw LP	Store	2/23/09
3631	Flint Superstore	Daniel G. Kamin Flint, LLC	Store	2/23/09
3635	Lansing West Superstore	Covington Lansing Acquisition LLC	Store	2/23/09
3705	Spring Meadows Mini-Superstore	Suemar Realty, Inc	Store	2/23/09
3733	Steubenville Micro-Superstore	Landman, Deborah, Eli Landman, Zoltan Schwartz & Anna Schwar	Store	2/23/09
3734	Franklin Park Superstore	Suemar Realty, Inc.	Store	2/23/09
3740	Bangor Mini-Superstore	Sacco Of Maine, LLC	Store	2/23/09
3748	Yuma Las Palillas Superstore	WCC Properties LLC	Store	2/23/09
3750	St. Clairsville Micro-Superstore	The St. Clairsville Parcel C.C. Development, LLC	Store	2/23/09
3774	Decatur Mini-Superstore	Decatur Plaza I, LLC	Store	2/23/09
3776	Brighton Superstore	Brighton Commercial, LLC	Store	2/23/09
3820	Greensburg, PA	Walnut Capital Partners - Lincoln Place LP	Construction Store	2/15/09
3830	Glynn Isles Superstore	Cap Brunswick, LLC	Store	2/23/09
3851	Madison Heights Superstore	MDS Realty II, LLC	Store	2/23/09
3863	Troy Hills Shopping Center	Federal Realty Investment Trust	Construction Store	2/15/09
3865	Fingerlakes Crossing "The City" Superstore	Fingerlakes Crossing, LLC	Store	2/23/09
4141	Homestead Shopping Center	DDR Homestead LLC, c/o Developers Diversified Realty Corp.	Construction Store	2/15/09
4142	Marlton	Marlton VF, LLC c/o Vornado Realty Trust	Construction Store	2/15/09
4237	Bunker Hills Shopping Center	I-10/Bunker Hill Associates, LP, c/o Fidelis Realty Partners, Ltd.	Construction Store	2/15/09
4246	Baton Rouge Superstore	Ggp Mall Of Louisiana, LP	Store	2/23/09
4309	Alexandria Mall Superstore	Alexandria Main Mall LLC	Store	2/23/09

9039	CCS Office (Westmoreland Telecenter)	Brandywine Grande C, LP	Office Property	2/28/09
9101 <sup>1</sup>	Circuit City Corporate Headquarters (Dr1) (Building Lease only)	Lexington Corporate Properties, Inc.	Office Property	2/28/09
4237	Bunker Hills Shopping Center	I-10/Bunker Hill Associates, LP, c/o Fidelis Realty Partners, Ltd.	Constuction Store	2/15/09
4246	Baton Rouge Superstore	Ggp Mall Of Louisiana, LP	Store	2/23/09
4309	Alexandria Mall Superstore	Alexandria Main Mall LLC	Store	2/23/09
9039	CCS Office (Westmoreland Telecenter)	Brandywine Grande C, LP	Office Property	2/28/09
9101 <sup>1</sup>	Circuit City Corporate Headquarters (Dr1) (Building Lease only)	Lexington Corporate Properties, Inc.	Office Property	2/28/09

<sup>1</sup> This Order has no force or effect with respect to the Ground Lease nor any sublease associated with the Ground Lease. The Debtors only seek to reject the Building Lease as of February 28, 2009.